

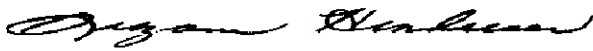
Electronically Recorded

Tarrant County Texas

Official Public Records

12/29/2010 12:13 PM

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PGS 3 \$24.00

FIRST AMENDMENT TO
DECLARATION OF POOLED UNIT
WEST WILLIS UNIT

L 0573933

Electronically Recorded
Chesapeake Operating, Inc.

STATE OF TEXAS)
)
COUNTY OF TARRANT)

KNOW ALL PERSONS BY THESE PRESENTS:

Reference is made to that certain Declaration of Pooled Unit for the West Willis Unit, dated effective as of December 15, 2008, recorded at D208461810 of the Official Public Records of Tarrant County, Texas. Such Declaration and amendments thereto are incorporated herein for all purposes.

Whereas, the purpose and intent of this First Amendment to the Declaration of Pooled Unit – West Willis Unit is to amend the Exhibit "A" to include and exclude leases.

RECITALS

WHEREAS, each of the Leases authorizes the undersigned Lessee thereunder to pool, unitize or combine all or a portion of the lands covered thereby with other land, lands, lease, or leases, to form a pooled unit of the size prescribed or permitted under the rules or regulations of the appropriate governmental authority for the exploration, development and production of oil, gas and associated and constituent hydrocarbons from the lands covered by the Leases; and

WHEREAS, the pooling, unitization and combination of the Leases and mineral estates to the extent necessary to form the hereinafter described pooled unit are necessary and advisable in the judgment of the undersigned.

NOW, THEREFORE, in consideration of the foregoing premises, the mutual benefits to be derived by the parties hereto and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned agree as follows:

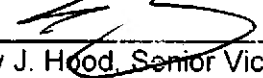
This Declaration of Pooled Unit – West Willis Unit is hereby amended to include and exclude leases described on Exhibit "A".

This instrument may be executed in any number of multiple counterparts, each of which shall have the same force and effect as an original instrument executed by all of the undersigned parties, regardless of whether such counterpart is executed prior to or subsequent to the date hereof or the filing of record of a counterpart hereof. Further, this instrument may not be ratified, consented to or approved by any party, individual, person or entity except upon the express written consent of all the undersigned parties hereto. This Declaration of Pooled Unit, and each counterpart or ratification hereof, shall be binding upon each party who executed the same, and shall have the effect of pooling such party's undivided ownership interest in the leases covered hereby, without regard to whether any other party owning an interest in the Leases or Unit Area may execute this instrument, or a counterpart or ratification hereof.

Except as amended hereby, said Declaration and any amendments thereto remain in full force and effect.

EXECUTED by the undersigned party on the respective date of acknowledgment hereof, to be effective for all purposes as of the date of recording of this document in the Official Public Records of Tarrant Co., TX.

Chesapeake Exploration, L.L.C.,
an Oklahoma limited liability company

By: 
Henry J. Hood, Senior Vice President –
Land and Legal & General Counsel

M.R.
Q.D.
CSM

Chesapeake Investments
an Oklahoma Limited Partnership

By: [Signature]
Aubrey K. McClendon
Sole General Partner

Total E&P USA, Inc.
a Delaware corporation

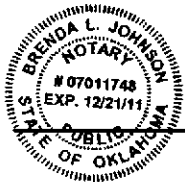
By: [Signature]
Name: **Eric Bonnin**
~~Vice President~~, **Business Development & Strategy**
Title:

ACKNOWLEDGMENTS

STATE OF OKLAHOMA)
) §:
COUNTY OF OKLAHOMA)

This instrument was acknowledged before me on this 14th day of December, 2010, by Henry J. Hood, as Senior Vice President - Land and Legal & General Counsel of Chesapeake Exploration, L.L.C. on behalf of said limited liability company.

My Commission Expires: [Signature]
Notary Public



STATE OF OKLAHOMA)
) §
COUNTY OF OKLAHOMA)

This instrument was acknowledged before me this 14th day of December, 2010, by Aubrey K. McClendon, Sole General Partner of Chesapeake Investments an Oklahoma Limited Partnership on behalf of said Partnership.

My Commission Expires: [Signature]
Notary Public in and for the State of Oklahoma



STATE OF TEXAS)
) §:
COUNTY OF HARRIS)

The foregoing instrument was acknowledged before me this 15th day of December, 2010, by Eric Bonnin as Vice President, Business Development & Strategy of TOTAL E&P, USA, Inc., a Delaware corporation, as the act and deed and on behalf of such corporation.

My Commission Expires: [Signature]
Notary Public

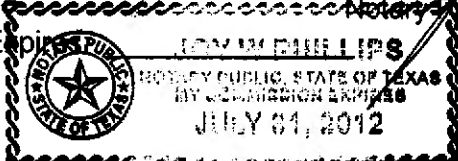


Exhibit "A"

Attached to and made a part of that Declaration of Pooled Unit for the West Willis Unit dated the effective date of December 15, 2008.

CHK LEASE NUMBER	LESSOR	LESSEE	LEASE DATE	ACREAGE	RECORDING
	Delete the following leases:				
TX2207698-000	BOESE MILLWORKS, INC	DALE RESOURCES, LLC	10/10/2006	0.4591	D209319923
TX0099511-000	CHARLES & REBECCA ALLEN	DALE PROPERTY SERVICES, LLC	11/5/2007	0.1260	D207414315
TX2207761-000	JAMES K & SHARON M GRAHAM	DALE RESOURCES LLC	7/18/2006	0.9182	D206252179
TX0073034-000	MICHAEL & STACY WELLS	DALE PROPERTY SERVICES, LLC	5/17/2007	0.4591	D207188743
TX0073472-000	MICHEAL WELLS PROPERTIES, LTD.	DALE PROPERTY SERVICES, LLC	5/17/2007	0.9182	D207197058
TX0092342-000	SYPANOME MENEVILAY & STACEY MENEVILAY	DALE PROPERTY SERVICES, LLC	1/25/2007	0.1310	D207361721
	Add the following leases:				
TX0138425-000	ACCRETUS EQUIPMENT, INC.	DALE PROPERTY SERVICES, LLC	4/15/2009	0.4591	D209101517
TX0136523-000	BOESE MILLWORKS, INC	DALE PROPERTY SERVICES, LLC	12/30/2008	0.4591	D208468654
TX0073037-000	DAVID W. WELLS	DALE PROPERTY SERVICES, LLC	5/17/2007	0.4591	D207188742
UNKNOWN	GARY, LLC	DALE RESOURCES LLC	7/18/2006	0.9182	D206252179, D210178357, D210178358
TX0136952-000	JEFFLYN PROPERTIES II, LTD.	DALE PROPERTY SERVICES, LLC	2/2/2009	0.4591	D209034290
TX2207837-000	JENNIFER ROLLINS	DALE RESOURCES, LLC	10/25/2006	0.1310	D206346220
TX0136484-000	PRIMATE CONSTRUCTION, INC.	DALE PROPERTY SERVICES, LLC	12/18/2008	2.2700	D208463948
TX0137168-000	ROYCE WALKER	DALE PROPERTY SERVICES, LLC	2/16/2009	0.5230	D209047645
TX0145947-000	LINDA LEE McLEROY	DALE PROPERTY SERVICES, LLC	6/17/2010	0.161	D210161071
		END OF EXHIBIT "A"			

Record & Return To:
Chesapeake Operating, Inc.,
P.O. Box 18496
Oklahoma City, OK 73154